

RECORDATION NO. 28381 FILED

JAN 06 '10

12-00 PM

SURFACE TRANSPORTATION BOARD

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January 6, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-5924 Rider 26

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Unimin Corporation
258 Elm Street
New Canaan, CT 06840]

Section Chief
January 6, 2010
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A description of the railroad equipment covered by the enclosed document is:

39 railcars: SHPX 450558 - SHPX 450596.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord'. The signature is stylized with a large initial 'R' and a long horizontal stroke.

Robert W. Alvord

RWA/sem
Enclosures

JAN 06 '10

12-00 PM

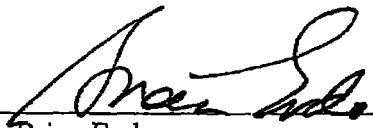
MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Unimin Corporation, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

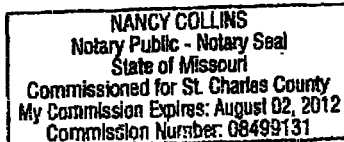
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.


AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Unimin Corporation

Contract C-5924 rider 26 dated 2/12/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450558
	Hopper	SHPX	450559
	Hopper	SHPX	450560
	Hopper	SHPX	450561
	Hopper	SHPX	450562
	Hopper	SHPX	450563
	Hopper	SHPX	450564
	Hopper	SHPX	450565
	Hopper	SHPX	450566
	Hopper	SHPX	450567
	Hopper	SHPX	450568
	Hopper	SHPX	450569
	Hopper	SHPX	450570
	Hopper	SHPX	450571
	Hopper	SHPX	450572
	Hopper	SHPX	450573
	Hopper	SHPX	450574
	Hopper	SHPX	450575
	Hopper	SHPX	450576
	Hopper	SHPX	450577
	Hopper	SHPX	450578
	Hopper	SHPX	450579
	Hopper	SHPX	450580
	Hopper	SHPX	450581
	Hopper	SHPX	450582
	Hopper	SHPX	450583
	Hopper	SHPX	450584
	Hopper	SHPX	450585
	Hopper	SHPX	450586
	Hopper	SHPX	450587
	Hopper	SHPX	450588
	Hopper	SHPX	450589
	Hopper	SHPX	450590
	Hopper	SHPX	450591

Schedule A

Equipment

Unimin Corporation

Contract C-5924 rider 26

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	450592
	Hopper	SHPX	450593
	Hopper	SHPX	450594
	Hopper	SHPX	450595
	Hopper	SHPX	450596

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